

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

STIPULATION OF DISMISSAL AND [PROPOSED] ORDER

WHEREAS, Plaintiff filed the above-captioned action (the “Action”) challenging the disclosures made in the Form S-4 Registration Statement (the “Registration Statement”) filed with the United States Securities and Exchange Commission (“SEC”) on or around May 30, 2018 in connection with the proposed acquisition of Stewart Information Services Corporation (“Stewart”) by Fidelity National Financial, Inc., A Holdco Corp., and S Holdco LLC (collectively,

“Fidelity”), pursuant to a definitive agreement and plan of merger filed with the SEC on March 19, 2018 (the “Transaction”);

WHEREAS, the Action asserts claims for violations of Sections 14(a) and 20(a) of the Securities Exchange Act of 1934;

WHEREAS, on August 1, 2018, Stewart filed and first mailed a definitive proxy statement on Schedule 14A (the “Proxy Statement”) with the SEC in connection with the Transaction, which forms part of the Registration Statement;

WHEREAS, on August 24, 2018, Stewart filed a Form 8-K with the SEC supplementing the Proxy Statement and including certain additional information;

WHEREAS, Plaintiff believes that his claims in the Action have been mooted by the supplemental disclosures (the “Mooted Claims”) and intends to dismiss the Action with prejudice as to himself, and without prejudice as to the members of the putative class;

WHEREAS, Plaintiff intends to seek an award of attorney’s fees and reimbursement of expenses in connection with the Mooted Claims (the “Fee and Expense Request”);

WHEREAS, defendants reserve all rights, arguments and defenses, including the right to oppose any potential Fee and Expense Request;

WHEREAS, no class has been certified in the Action and a motion for class certification has not been filed;

WHEREAS, for the avoidance of doubt, no compensation in any form has passed directly or indirectly to Plaintiff or his attorneys and no promise, understanding, or agreement to give any such compensation has been made, nor have the parties had any discussions concerning the amount of any mootness Fee and Expense Request or award;

WHEREAS, defendants have denied and continue to deny any wrongdoing and contend that no claim asserted in the Action was ever meritorious;

WHEREAS, Plaintiff does not concede or admit a lack of merit in any of his claims;

NOW, THEREFORE, upon consent of the parties and subject to the approval of the Court, IT IS HEREBY STIPULATED AND AGREED, this 30th day of August, 2018 that:

1. The Action, including all claims asserted therein, is dismissed in its entirety with prejudice as to Plaintiff only and without prejudice as to the members of the putative class.

2. Because the dismissal is with prejudice as to Plaintiff only, and not on behalf of a putative class, notice of this dismissal is not required.

3. The Court retains jurisdiction of the Action solely for the purpose of determining any application by Plaintiff in connection with his Fee and Expense Request, if that becomes necessary.

4. This Stipulation and Order are entered without prejudice to any right, position, claim or defense any party may assert with respect to the Fee and Expense Request, which includes defendants' right to oppose the Fee and Expense Request.

5. To the extent that the parties are unable to reach an agreement concerning the Fee and Expense Request, they may contact the Court regarding a schedule and hearing to present such application to the Court.

6. If the parties reach an agreement concerning the Fee and Expense Request, they will notify the Court. Upon such notification, the Court will close the Action.

[SIGNATURE PAGES FOLLOW]

Dated: August 30, 2018

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IT IS SO ORDERED this _____ day of _____, 2018.

UNITED STATES DISTRICT JUDGE